

# STEPTOE & JOHNSON

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INTERSTATE COMMERCE COMMISSION

DEC 8 1988 9-55 AM

RECORDATION NO. 1 6062 Filed 1428

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December 8, 1988

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Room 2215  
Washington, D.C. 20423

No. 8-343A023

Date DEC 8 1988

Fee \$

ICC Washington, D.C.

Dear Ms. McGee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. §11303 are the original and four (4) copies of the documents hereinafter described. They relate to the railroad equipment identified below.

1. Lease Agreement dated as of May 1, 1986 between Brae Transportation, Inc., lessor, and Burlington Northern Railroad Company, lessee.

2. Equipment Schedule No. 3 dated as of December 1, 1987 between Brae Transportation, Inc., and Burlington Northern Railroad Company.

The equipment subject to these documents consists of 300 railroad cars bearing the marks BN 223000 - 223097 and BN 223331 - 223532, inclusive.

The names and addresses of the parties to the documents are as follows:

Lessor: Brae Transportation, Inc.  
One Hundred Sixty Spear St.  
San Francisco, CA 94105

Lessee: Burlington Northern Railroad Company  
9401 Indian Creek Parkway  
Overland Park, Kansas 66210

A fee of \$26.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person presenting this letter.

A short summary of each document to appear in the index follows:

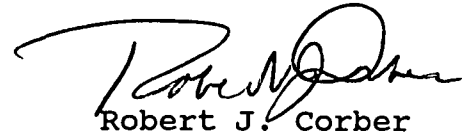
*Camille J. [Signature]*

Ms. Noreta McGee  
December 8, 1988  
Page 2

1. Lease Agreement dated as of May 13, 1986 between Brae Transportation, Inc., and Burlington Northern Railroad Company, covering railroad cars marked BN 223000 through 223097 and BN 223331 through 223532.

2. Equipment Schedule No. 3 dated as of December 1, 1987 between Brae Transportation, Inc., and Burlington Northern Railroad Company, covering railroad cars marked as stated in the document.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Robert J. Corber", is written over the typed name.

Robert J. Corber  
Attorney for Brae  
Transportation, Inc.

Enclosures as stated

COPY

DEC 8 1988 9-55 AM  
REGISTRATION NO. 6062  
A

BRAE TRANSPORTATION INC. ("BRAE") hereby leases the following railcars to BURLINGTON NORTHERN RAILROAD COMPANY ("Lessee"), pursuant to that certain [fixed rent] Lease Agreement dated as of May 1, 1986 (the "Lease").

<u>Number of Cars</u>	<u>Description</u>	<u>Designation</u>	<u>Car Numbers</u>
300	50', 70 ton, double door, Plate C boxcars	XM	BN 223000-223097 (98) BN 223331-223532 (202)

BRAE and Lessee hereby agree that this Equipment Schedule No. 3 shall supersede all previous Schedules and any such previous Schedules shall become null and void as of the date hereof.

BRAE and Lessee hereby incorporate by reference all of the terms, conditions and provisions of the Lease in this Schedule.

IN WITNESS WHEREOF, the parties hereto have executed this Schedule as of the ~~10TH~~ day of ~~NOVEMBER~~, 1987.

1ST  
DECEMBER  
JNP

BRAE TRANSPORTATION, INC.

By Donald B. LittlefieldPrinted Name DONALD B. LITTLEFIELDTitle PRESIDENT - RAIL DIVISIONBURLINGTON NORTHERN RAILROAD  
COMPANYBy J. W. PrattPrinted Name J. W. PrattTitle OST. FC M